

9-053A051

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15520-D

-E

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN OHIO
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

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918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

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RECORDATION NO.

FILED 1425

COUNSEL
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FEB 22 1989 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO.

FILED 1425

FEB 22 1989 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

February 21, 1989

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) a Supplement and Amendment No. 1 to Lease of Railroad Equipment dated as of December 29, 1988 (the "Lease Supplement") and 2) a Supplement and Amendment No. 1 to Security Agreement dated as of December 29, 1988 (the "Security Agreement Supplement"), both secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The Lease Supplement relates to the Lease of Railroad Equipment dated as of December 11, 1987 between Maryland and Pennsylvania Railroad Company ("M&P"), Lessee, and The Connecticut Bank and Trust Company, National Association ("CBT"), Lessor; and the Security Agreement Supplement relates to the Security Agreement dated as of December 11, 1987 between CBT and M&P, which documents were duly filed and recorded on March 7, 1988 and assigned Recordation Numbers 15520-A and 15520-B, respectively.

The names and addresses of the parties to the enclosed document are:

Maryland and Pennsylvania Railroad Company
1 West Market Street
York, Pennsylvania 17401

The Connecticut Bank and Trust Company,
National Association
One Constitution Plaza
Hartford, Connecticut 06115

FEB 22 12 56 PM '89
MOTO OPERATING UNIT

C. T. Kappeler

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
February 21, 1989
Page Two

Citicorp North America, Inc.
601 Midland Avenue
Rye, New York 10580

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement and Amendment No. 1 to Lease of Railroad Equipment, and Supplement and Amendment No. 1 to Security Agreement, each dated as of December 29, 1988 between the Maryland and Pennsylvania Railroad Company, The Connecticut Bank and Trust Company, National Association, and Citicorp North America, Inc., covering 13 boxcars.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT A

MPA-37830
MPA-37844
MPA-37848
MPA-37880
MPA-37893
MPA-37914
MPA-37921
MPA-37923
MPA-39967
MPA-39982
MPA-39990
MPA-39992
MPA-39993

13 Boxcars

Interstate Commerce Commission

Washington, D.C. 20423

2/22/89

OFFICE OF THE SECRETARY

Charles T. Kappler

Alvord & Alvord

918 16th St. N.W.

Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/22/89 at 1:05pm, and assigned recordation number(s).

11220-C

11221-G

11222-C

11419-C

11420-G

11421-B

15520-C

15520-D

Enclosure(s)

Sincerely yours,

Nesta R. McGee

Secretary

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT AND AMENDMENT NO. 1 TO LEASE OF RAILROAD AGREEMENT

SUPPLEMENT AND AMENDMENT entered into as of the 29th day of December, 1988, by and between THE CONNECTICUT BANK & TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, with an office at One Constitution Plaza, Hartford, Connecticut 06115, not in its individual capacity but solely as owner-trustee ("CBT") under two trust agreements dated December 18, 1979 and January 21, 1980 between CBT and Chase Manhattan Services Corporation, and the MARYLAND AND PENNSYLVANIA RAILROAD COMPANY, a Maryland and Pennsylvania corporation with an office at One West Market Street, York, Pennsylvania 17401 (the "M&P"), and CITICORP NORTH AMERICA, INC., a Delaware corporation with an office at 601 Midland Avenue, Rye, New York 10580 ("CNAI").

Pursuant to a Lease of Railroad Equipment dated as of December 11, 1987 (the "Lease") between the M&P as lessee and CBT as lessor, CBT has leased to the M&P thirteen (13) boxcars with the understanding that those cars will be subleased by the M&P to Burlington Northern Railroad pursuant to the BN Agreement;

Pursuant to an Assignment and Assumption Agreement dated as of the date hereof, between CBT as Assignor and CNAI as Assignee (the "Assignment"), CBT transferred all of its right, title and interest in and to the Lease to CNAI, and CNAI assumed the obligations of CBT under the Lease.

CBT, CNAI and the M&P wish to supplement and amend the Lease in the manner set forth below:

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. Amendment of Certain Definitions. The following terms used in the Lease shall be amended in the following respects:

- (i) the term "Lessor" shall no longer include CBT;
- (ii) the term "Lessor" shall include CNAI;
- (iii) the term "Agreement" shall include the Lease as assigned to and assumed by CNAI.

2. Miscellaneous. The parties confirm that the Lease, as supplemented and amended hereby, continues in full force and effect. This Supplement and Amendment (i) may be executed in counterparts and (ii) shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective representatives thereunto duly authorized, as of the date first above written.

WITNESS:

Thomas M. Getchis

MARYLAND AND PENNSYLVANIA
RAILROAD COMPANY

By: James O. McNamee

Title: VICE PRESIDENT

WITNESS:

Isabel L. Kasnarage

THE CONNECTICUT BANK & TRUST
COMPANY, NATIONAL ASSOCIATION,
as owner-trustee

By: Wm. H. ...

Title: VP

WITNESS:

Kristi Colburn

CITICORP NORTH AMERICA, INC.

By: Michael A. Graves

Title: VP

STATE OF Pennsylvania :
COUNTY OF York :SS.:
:

On the 26th day of January 1989, before me personally appeared Richard C. Meyers to me personally known, who, being by me duly sworn, says that he/she is the Vice President of the Maryland and Pennsylvania Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Annmarie Wileczek
Notary Public

NOTARIAL SEAL

ANNMARIE WILECZEK, Notary Public

York County, Pennsylvania

My Commission Expires April 16, 1990

STATE OF CONNECTICUT :
COUNTY OF HARTFORD :SS.:
:

On the 25 day of January, 1989, before me personally appeared V. Kreuscher to me personally known, who, being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of the Connecticut Bank & Trust Company, National Association, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy C. Hoskins
Notary Public

NANCY C. HOSKINS
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1992

STATE OF *New York*
COUNTY OF *Westchester*

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: ss.:
:

On the *23rd* day of January, 1989, before me personally appeared MICHAEL A. GRAVES to me personally known, who, being by me duly sworn, says that he is the VICE PRESIDENT of Citicorp North America, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Thomas A. Matamoros

Notary Public

THOMAS A. MATAMOROS
Notary Public, State of New York
No. 51-4723202
Qualified in New York County
Cert. Filed in Westchester County
Commission Expires November 20, 10 *90*